

Fill in this information to identify your case:

United States Bankruptcy Court for the:

CENTRAL DISTRICT OF CALIFORNIA

Case number (if known)

Chapter 7

☐ Check if this an
amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Pebblekick, Inc., a California corporation

2. All other names debtor
used in the last 8 years
Include any assumed
names, trade names and
doing business as names

3. Debtor's federal
Employer Identification
Number (EIN) 46-3345601

4. Debtor's address Principal place of business

2539 Knoll Drive
Ventura, CA 93003
Number, Street, City, State & ZIP Code

Ventura
County

Mailing address, if different from principal place of
business

P.O. Box, Number, Street, City, State & ZIP Code

Location of principal assets, if different from principal
place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL)

6. Type of debtor
☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify:

Debtor **Pebblekick, Inc., a California corporation**
Name

Case number (if known)

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

8. Under which chapter of the Bankruptcy Code is the debtor filing?

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

Check one:

- ☒ Chapter 7
☐ Chapter 9

☐ Chapter 11. Check all that apply:

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, and it chooses to proceed under Subchapter V of Chapter 11. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

If more than 2 cases, attach a separate list.

- ☒ No.
☐ Yes.

District
District

When
When

Case number
Case number

Debtor **Pebblekick, Inc., a California corporation**
Name

Case number (if known)

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor? ☒ No ☐ Yes.

List all cases. If more than 1, attach a separate list

Debtor
District

When

Relationship
Case number, if known

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes.

Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard?

- ☐ It needs to be physically secured or protected from the weather.

- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

- ☐ Other

Where is the property?

Number, Street, City, State & ZIP Code

Is the property insured?

☐ No

☐ Yes. Insurance agency

Contact name

Phone

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☐ Funds will be available for distribution to unsecured creditors.
- ☒ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

☒ 1-49

☐ 50-99

☐ 100-199

☐ 200-999

☐ 1,000-5,000

☐ 5001-10,000

☐ 10,001-25,000

☐ 25,001-50,000

☐ 50,001-100,000

☐ More than 100,000

15. Estimated Assets

☒ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☐ \$1,000,001 - \$10 million

☐ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

16. Estimated liabilities

☐ \$0 - \$50,000

☐ \$1,000,001 - \$10 million

☐ \$500,000,001 - \$1 billion

Debtor

Pebblekick, Inc., a California corporation

Case number (if known)

Name

- ☒ \$50,001 - \$100,000
☐ \$100,001 - \$500,000
☐ \$500,001 - \$1 million

- ☐ \$10,000,001 - \$50 million
☐ \$50,000,001 - \$100 million
☐ \$100,000,001 - \$500 million

- ☐ \$1,000,000,001 - \$10 billion
☐ \$10,000,000,001 - \$50 billion
☐ More than \$50 billion

Debtor **Pebblekick, Inc., a California corporation**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **August 4, 2023**
MM / DD / YYYY

X /s/ Donald Shiroishi



Signature of authorized representative of debtor

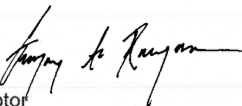
Donald Shiroishi

Printed name

Title **Chairman**

18. Signature of attorney

X /s/ Gregory A. Rougeau



Signature of attorney for debtor

Date **August 4, 2023**

MM / DD / YYYY

Gregory A. Rougeau 194437

Printed name

Brunetti Rougeau LLP

Firm name

235 Montgomery Street, Suite 830

San Francisco, CA 94104

Number, Street, City, State & ZIP Code

Contact phone **(415) 992-8940**

Email address **grougeau@brlawsf.com**

194437 CA

Bar number and State

RESOLUTION OF PEBBLEKICK, INC.

A meeting of the Board of Directors of PEBBLEKICK, INC. (the “Corporation”), a California corporation, was held on August 4, 2023. After a discussion, upon motion duly made carried, the following resolutions were adopted:

WHEREAS, the Corporation has been in litigation with the United States Securities and Exchange Commission (the “SEC”), in the United States District Court for the Central District of California (the “Action”). The Action is styled *Securities and Exchange Commission v. Pebblekick, Inc. et al.*, and has been assigned case number 2:22-cv-06984-RGK-MAR by the Clerk of the United States District Court for the Central District of California;

WHEREAS, the Corporation is in serious financial condition and requires debt relief;

WHEREAS, it appears to the Corporation’s Board of Directors that it is in the best interests of the Corporation, its shareholders, and creditors, to commence a case under Chapter 7 of Title 11, United States Bankruptcy Code (the “Bankruptcy Code”);

NOW, THEREFORE, be it hereby resolved, that the Board finds and determines that it is in the best interest of the Corporation, its shareholders, and creditors, to commence a case under Chapter 7 of the Bankruptcy Code;


BE IT FURTHER RESOLVED that the Directors be, and each of them hereby is, empowered and directed without further action to prepare, sign and file, or cause to be prepared, signed and filed, a petition for the commencement of a case under Chapter 7 of the Bankruptcy Code, in the United States Bankruptcy Court for the Central District of California;

BE IT FURTHER RESOLVED that Donald Shiroishi, Chairman, is designated and authorized to act as the “Authorized Individual” for the signing of the Chapter 7 Voluntary

Petition and as the Corporation's "Responsible Individual" as may be required by the Local Bankruptcy Rules for the Central District of California, and

BE IT FURTHER RESOLVED that the Directors and agents of the Corporation are authorized, empowered and directed to retain the law firm of Brunetti Rougeau LLP, to commence the aforementioned Chapter 7 case, and to do all things, and to prepare, sign and file all papers or documents necessary or proper to the commencement of said Chapter 7 case; Brunetti Rougeau is authorized to take such actions in the bankruptcy case which Brunetti Rougeau, in its discretion, concludes are necessary to Brunetti Rougeau's and/or the Corporation's fulfillment of its fiduciary obligations in the bankruptcy case.

BE IT FURTHER RESOLVED that this Resolution and its terms hereunder shall remain in effect unless otherwise agreed upon or amended by the Directors.


Donald Shiroishi
Chairman

Attorney or Party Name, Address, Telephone & FAX Nos., FOR COURT USE ONLY
State Bar No. & Email Address
Gregory A. Rougeau 194437
235 Montgomery Street, Suite 830
San Francisco, CA 94104
(415) 992-8940 Fax: (415) 992-8915
California State Bar Number: 194437 CA
grougeau@brlwsf.com

- ☐ Debtor(s) appearing without an attorney
☒ Attorney for Debtor

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA**

In re:

Pebblekick, Inc., a California corporation

CASE NO.:

CHAPTER: 7

**VERIFICATION OF MASTER
MAILING LIST OF CREDITORS**

[LBR 1007-1(a)]

Debtor(s).

Pursuant to LBR 1007-1(a), the Debtor, or the Debtor's attorney if applicable, certifies under penalty of perjury that the master mailing list of creditors filed in this bankruptcy case, consisting of 4 sheet(s) is complete, correct, and consistent with the Debtor's schedules and I/we assume all responsibility for errors and omissions.

Date: **August 4, 2023**

/s/ Donald Shiroishi
Signature of Debtor 1

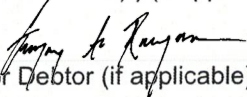


Date:

Signature of Debtor 2 (joint debtor)) (if applicable)

Date: **August 4, 2023**

/s/ Gregory A. Rougeau
Signature of Attorney for Debtor (if applicable)



Pebblekick, Inc., a California corporation
2539 Knoll Drive
Ventura, CA 93003

Gregory A. Rougeau
Brunetti Rougeau LLP
235 Montgomery Street, Suite 830
San Francisco, CA 94104

Ascentium Capital LLC
23970 Hwy. 59 N.
Kingwood, TX 77339

Bradley Farrer
Farrer Lending, LLC
194 North 90 East
Orem, UT 84059

CA State Board of Equalization
Account Information Group, MIC:29
P.O. Box 942879
Sacramento, CA 94279-0029

Damon Lilly
c/o Clyde Snow & Sessions
One Utah Center, 22nd Floor
201 S. Main St.
Salt Lake City, UT 84111

David Markun
Markun Zusman Compton
16255 Ventura Blvd., Suite 910
Encino, CA 91436

Employment Development Department
7677 Oakport St., Suite 400
Oakland, CA 94621

Employment Development Dept.
Bankruptcy Unit- MIC 92E
P.O. Box 826880
Sacramento, CA 94280

Farrer Lending, LLC
c/o Wayne Z. Bennett
201 S. Main St.
Suite 2200
Salt Lake City, UT 84111

Franchise Tax Board
Bankruptcy Unit
P.O.Box 2952
Sacramento, CA 95812

Franchise Tax Board
P.O. Box 1673
Sacramento, CA 95812

Franchise Tax Board
P.O. Box 942867
Sacramento, CA 94267-0011

Internal Revenue Service
Special Procedures Section
1301 Clay St., Stop 1400S
Oakland, CA 94612

Internal Revenue Service
P.O. Box 105416
Atlanta, GA 30348-5416

Internal Revenue Service
Ogden, UT 84201-0030

Internal Revenue Service
P.O. Box 7346
Philadelphia, PA 19101-7346

Kathryn C. Wanner
Securities and Exchange Commission
444 S. Flower St.
Suite 900
Los Angeles, CA 90071

Los Angeles County Tax Collector
225 N. Hill Street. #1
Los Angeles, CA 90012

Mitsubishi HC Capital America, Inc.
800 Connecticut Avenue
Norwalk, CT 06854

MVault, LLC
c/o The Corporation Trust Company
Corporation Trust Center
1209 Orange Street
Wilmington, DE 19801

Secretary of State
State of California
1500 11th Street
Sacramento, CA 95814

Securities and Exchange Commission
Attn: Bankruptcy Counsel
5670 Wilshire Blvd., Floor 11
Los Angeles, CA 90036

Taylor Brown
c/o Clyde Snow & Sessions
One Utah Center, 22nd Floor
201 S. Main St.
Salt Lake City, UT 84111

Ventura County Treasurer
800 S. Victoria Ave.
Ventura, CA 93009